

ASSIGNMENT

In consideration of One Dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, the undersigned **E. C. Lupton, et al.**, hereby

Sells, assigns and transfers to the following entity as ASSIGNEE:

Talking Lights, LLC, having a place of business at **28 Constitution Road, Boston, Massachusetts 02129**, their successors, assigns and legal representatives, all hereinafter referred to as the ASSIGNEE, his entire right, title and interest for the United States and all foreign countries, in and to any and all inventions which are disclosed in the application for United States Letters Patent filed **July 10, 2003, Serial Number 10/617,082** (authorization is hereby given by the undersigned to Choate, Hall & Stewart to fill in the serial number awarded to the patent application), entitled:

"HYBRID OPTICAL COMMUNICATION NETWORKS"

and in and to said application and all divisional, continuing, substitute, renewal, reissue and all other applications for Letters Patent which have been or shall be filed in the United States and all foreign countries on any of said inventions; and in and to all original and reissued patents which have been or shall be issued in the United States and all foreign countries on said inventions including the right to apply for patent rights in each foreign country and all rights to priority.

Agrees that said ASSIGNEE may apply for and receive Letters Patent for said inventions in its own names; and when requested, without charge to but at the expense of said ASSIGNEE, agrees to carry out in good faith the intent and purpose of this assignment by executing all divisional, continuing, substitute, renewal, reissue, and all other patent applications on any and all said inventions, by executing all rightful oaths, assignments, powers of attorney and other papers, by communicating to said ASSIGNEE all facts known to him relating to said inventions and the history thereof, and generally by doing everything possible which said ASSIGNEE shall consider desirable for aiding in securing and maintaining proper patent protection for said inventions and for vesting title to said inventions, and all applications for patents and all patents on said inventions, in said ASSIGNEE.

Hereby requests the Honorable Commissioner of Patents and Trademarks to issue said Letters Patent to said ASSIGNEE.

Covenants with said ASSIGNEE that no assignment, grant, mortgage, license or other agreement affecting the rights and property herein conveyed has been made to others by him, and that full right to convey the same as herein expressed is possessed by him.

Apr 28 04 03:33p

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Dated: 4/29/04


Elmer C. Lupton

Dated: April 28 2004


Steven B. Leeb

Dated: April 29, 2004


Roderick T. Hinman

Dated: 29 April 2004


Al-Thaddeus Avestruz

Dated: _____

Deron Jackson

Dated: _____

George Hovorka

Dated: _____

Elmer C. Lupton


Dated: _____

Steven B. Leeb

Dated: _____

Roderick T. Hinman

Dated: _____

Al-Thaddens AvestruzDated: 4/28/04
Deron Jackson

Dated: _____

George Hovorka

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UNIC: _____

Roderick T. Hinman

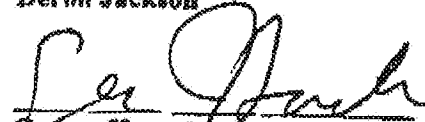
Dated: _____

Al-Thaddeus Avcstruz

Dated: _____

Deron Jackson

Dated: 4/28/04



George Hovorla